



Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$4,913.67
---	------------

**Summary of Monthly Applications for Application Period:**

<b>Date Served</b>	<b>Compensation Period</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Fees Paid</b>	<b>Expenses Paid</b>
6/28/13	5/1/13 – 5/31/13	\$125,666.00	\$0	\$[ ]	\$[ ]
7/30/13	6/1/13 – 6/30/13	\$160,117.50	\$4,913.67	\$[ ]	\$[ ]
[ ]/[ ]/[ ]	[ ]/[ ]/[ ] – [ ]/[ ]/[ ]	\$[ ]	\$[ ]	\$[ ]	\$[ ]
<b>TOTAL</b>	[ ]/[ ]/[ ] – [ ]/[ ]/[ ]	\$285,783.50	\$4,913.67	\$[ ]	\$[ ]

**BRYAN CAVE LLP**

211 North Broadway, Suite 3600

St. Louis, MO 63102

Telephone: (314) 259-2000

Facsimile: (314) 259-2020

Michael G. Biggers, Esq.

*Ordinary Course Professional to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----  
In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.  
-----

)  
) Case No. 12-12020 (MG)

)  
) Chapter 11

)  
) Jointly Administered  
)

**INTERIM APPLICATION OF BRYAN CAVE LLP  
AS ORDINARY COURSE COUNSEL FOR THE DEBTORS FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
MAY 1, 2013 THROUGH AUGUST 31, 2013**

For its interim application for compensation and reimbursement of expenses (the  
“**Application**”) for the period May 1, 2013 through June 30, 2013 (the “**Application Period**”),  
Bryan Cave LLP (“**Applicant**”), Counsel to Residential Capital, LLC, *et al.*, as debtors and  
debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

**JURISDICTION, VENUE AND STATUTORY PREDICATES**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157  
and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue  
of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408  
and 1409.

2. The statutory bases for the relief requested herein are sections 328, 330, and 331, of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered December 21, 2010 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

## **BACKGROUND**

### **A. The Chapter 11 Cases**

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

**B. Applicant's Retention and Interim Compensation**

6. On July 17, 2012, the Court entered the *Order Under Bankruptcy Code Sections 105(a), 327 and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in the Ordinary Course of Business Nunc Pro Tunc to the Petition Date* [Docket No. 799], approving Applicant's retention.

7. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "**Interim Compensation Order**") [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors' Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the "**Notice Parties**").

8. On June 28, 2013, Applicant served its second monthly fee application covering the period from May 1, 2013 through May 31, 2013 (the "**Second Monthly Fee Application**") on the Notice Parties. On July 30, 2013, Applicant served its third monthly fee application covering the period from June 1, 2013 through June 30, 2013 (the "**Third Monthly Fee Application**") and together with the Second Monthly Fee Application the "**Monthly Fee Applications**") on the Notice Parties. Applicant did not receive any objections to the Monthly Fee Applications.

9. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under each of Applicant's internal task codes during the Application Period for which reimbursement is sought.

10. The total payments received by Applicant as of the date hereof are equal to: (i) \$190,224.00 for fees, representing less than 80% of the requested fee compensation from the

Monthly Fee Applications and (ii) \$138.04 for expenses, representing less than 100% of requested expenses from the Monthly Fee Applications.

11. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of Applicant's practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Application Period for the services for which reimbursement is sought, setting forth the name of each attorney and paraprofessional who rendered services during the Application Period, each attorney's year of bar admission and area of practice concentration, the aggregate time expended by each attorney and each paraprofessional, the hourly billing rate for each attorney and each paraprofessional at Applicant's current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

12. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as Exhibit D.

13. Copies of Applicant's computerized invoices of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Fee Applications and are attached hereto as Exhibit E.

14. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

15. The Monthly Fee Applications submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Application Period is \$ 57,156.70. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

**DESCRIPTION OF SERVICES AND  
EXPENSES AND RELIEF REQUESTED**

16. In general, Applicant has represented the Debtors in connection with the following aspects of the Chapter 11 Cases:

Bryan Cave has participated in the defense and settlement of the Proofs of Claim designated as claims no. 2110, 2117, 2254 and 5596, which proofs of claim assert putative class claims against Residential Funding Company, LLC ("RFC"), Residential Capital, LLC, and GMAC Residential Holding Company, LLC. Each proof of claim attaches and is based on Plaintiffs' Joint Consolidated Amended Class Action Complaint in *In re Community Bank of Northern Virginia Mortgage Lending Practices Litigation*, MDL No. 1674, Case Nos. 03-0425, 02-01201, 05-0688 and 05-1386, pending in the United States District Court for the Western District of Pennsylvania (the "MDL Litigation"), a case in which Bryan Cave was defending RFC prior to the initiation of these Bankruptcy cases.

Bryan Cave has also provided representation to the Debtors in connection with a Missouri state class action case, a Missouri federal class action case, and a putative class action filed in the Southern District of New York, all of which were stayed by the bankruptcy.

17. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the Chapter 11 Cases. The following is a summary of the most significant



professional services rendered by Applicant during the Application Period, organized in accordance with Applicant's internal system of task codes.

(a) L120; Analysis/Strategy

Fees: \$147,175.50; Total Hours: 445.50

For the claims based on the MDL Litigation, identified on the bills as the *Kessler* case, during the Application Period Bryan Cave developed a case exposure analysis on theories of debtor liability, consulted with bankruptcy and insurance coverage counsel regarding same and estate's claims for insurance coverage, assisted in collection of information requested by insurers, attended and made presentations at meetings with insurers and plaintiffs' counsel, and researched estate's indemnification claims against third-parties.

(b) L160; Settlement/Non-Binding ADR

Fees: \$113,220.00; Total Hours: 333.00

For the claims based on the MDL Litigation, identified on the bills as the *Kessler* case, during the Application Period Bryan Cave analyzed settlement strategies and structures, participated in settlement discussions, conference and mediation, worked on designing and documenting proposed settlement, consulted with bankruptcy and insurance coverage counsel regarding communicating with plaintiffs, insurers and potential indemnitors regarding potential and proposed settlements, and began drafting CAFA notice.

(c) L260; Class Action Certification and Notice

Fees: \$4,896.00; Total Hours: 14.40

For the claims based on the MDL Litigation, identified on the bills as the *Kessler* case, during the Application Period Bryan Cave researched and developed class certification exposure analysis.

18. These services were all performed in connection with the proofs of claim based on the MDL Litigation. During the Application Period there were no services in connection with the Missouri state class action, and only very limited services, only in the month of May and far below the \$75,000 threshold for each case, in connection with the other two representations noted in Paragraph 16 above. Services during the months of July and August 2013 were less than the \$75,000 threshold both individually for each and every representation, including the

representation in connection with the proofs of claim based on the MDL Litigation, and collectively for all the representations noted in Paragraph 16 above.

19. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the Chapter 11 Cases. The invoices attached hereto as Exhibit E present more completely the work performed by Applicant in each billing category during the Application Period for the proofs of claim based on the MDL Litigation.

20. Applicant is familiar with the U.S. Trustee's standard objection to compensation for fee earners who spend less than 5 hours on a matter in a given fee period. Applicant believes that this objection does not apply to its services because they were rendered as an ordinary course professional on claims that it had been handling outside the bankruptcy. Moreover, all of the fee earners on Applicant's invoices spent more than 5 hours during the Application Period on representation in connection with the proofs of claim based on the MDL Litigation except the following fee earners, and those fee earners also provided specific value to the estate in their limited roles:

B.C. Oetter, who spent 0.90 hours during the Application Period, has expertise in insurance questions; the negotiation of the settlement of the proofs of claim based on the MDL Litigation involved a number of proposals dealing with potential insurance coverage for those claims, and Mr. Oetter's limited participation constituted expert input to Applicant's work on those proposals

D.W. King, who spent 0.40 hours during the Application, has significant prior experience litigating RESPA claims, and his limited participation constituted expert advice on the RESPA issues in the MDL Litigation.

M. Jewett-Brewster, who spent 0.70 hours during the Application Period, researched a discrete issue related to appealing class certification, and her limited participation constituted the only attorney time devoted to research of that discrete issue.

J.C. Thurow, C.A. Schmitt and Y.C. Huron are all paraprofessionals whose time, less than 2.00 hours in each case, represented factual investigation or other activity on discrete and non-overlapping projects that no one else billed time on.

21. Applicant is also aware of the limitations generally imposed on compensation for travel time. The only entries seeking compensation for any travel time are the entries of K.L. Marshall and E.L Dill for May 15 and May 17 (in connection with a May 16 meeting), June 12 and June 14 (in connection with a June 13 meeting), and June 17 and June 19 (in connection with a June 18 meeting). All three of these meetings involved many people scattered across the country, including representatives of the claimants and non-parties; two of the meetings involved representatives of numerous insurers, and one was a settlement mediation session. These two lawyers, who had spent hundreds of hours on the claims in the MDL Litigation before the bankruptcy, were the perfect persons to attend these meetings to address details of those claims, even though the meetings necessarily required travel because of the diverse participation of other constituencies. Their personal attendance required travel but provided value to the Debtors beyond that which could have been provided by the participation of Debtors' bankruptcy counsel.

### **CONCLUSION**

22. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

23. Applicant therefore requests an order (i) approving interim compensation in the amount of \$285,783.50 for fees representing work on the proofs of claim based on the MDL Litigation, and interim reimbursement of expenses in the amount of \$4,913.67,<sup>1</sup> (ii) directing

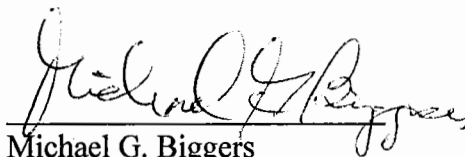
---

<sup>1</sup> The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

payment of all compensation held back in connection with the Monthly Fee Applications, and

(iii) granting such other and further relief as may be just and proper.

Dated: November 18, 2013

A handwritten signature in black ink, appearing to read "Michael G. Biggers", is written over a horizontal line.

Michael G. Biggers

Bryan Cave LLP

211 North Broadway, Suite 3600

St. Louis, MO 63102

(314)-259-2000

*Ordinary Course Counsel for Residential Capital, LLC,  
et al.*

**EXHIBIT A**

BRYAN CAVE LLP  
211 North Broadway, Suite 3600  
St. Louis, MO 63102  
Telephone: (314) 259-2000  
Facsimile: (314) 259-2020  
Michael G. Biggers, Esq.

*Counsel to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
-----	)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF  
INTERIM APPLICATION OF BRYAN CAVE LLP AS COUNSEL FOR THE DEBTORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD MAY 1, 2013 THROUGH JUNE 30, 2013**

I, Michael G. Biggers, hereby certify that:

1. I am a Partner with the applicant firm, Bryan Cave LLP (the "**Firm**"), which serves as Counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the "**Debtors**").
2. This certification is made in respect of the Firm's compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-389, adopted by the Court on December 21, 2010 (the "**Local Guidelines**"), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the "**UST Guidelines**") and the *Order to Establish Procedures for Interim*

*Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated November 15, 2013 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing May 1, 2013 through and including June 30, 2013, in accordance with the Guidelines.

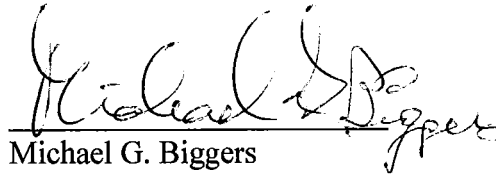
3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines, including specifically that air fare was all in coach class;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during each of the months covered by the Application.

5. In respect of Section A.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

Dated: November 18, 2013

A handwritten signature in black ink, appearing to read "Michael G. Biggers", is written over a horizontal line.

Michael G. Biggers  
Bryan Cave LLP  
211 North Broadway, Suite 3600  
St. Louis, MO 63102  
(314)-259-2000

*Ordinary Course Counsel for Residential Capital, LLC,  
et al.*



**EXHIBIT B**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY  
BY BRYAN CAVE LLP ON BEHALF OF THE DEBTORS FOR THE PERIOD MAY 1,  
2013 THROUGH JUNE 30, 2013**

**Compensation for proofs of claim based on the MDL Litigation (the "Kessler case claims")**

<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
B100	Bankruptcy	12.50	2,067.00
C100	Fact Gathering	0.30	33.00
C200	Researching Law	13.90	4,726.00
L110	Fact Investigation/ Development	8.00	2,544.00
L120	Analysis/ Strategy	445.50	147,175.50
L160	Settlement/ Non-Binding ADR	333.00	113,220.00
L190	Other Case Assessment, Development and Administration	5.70	1,938.00
L210	Pleadings	5.40	1,836.00
L240	Dispositive Motions	5.20	1,768.00
L250	Other Written Motions and Submissions	10.00	3,370.00
L260	Class Action Certification and Notice	14.40	4,896.00
L320	Document Production	6.50	2,210.00

**EXHIBIT C**

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONALS OF  
BRYAN CAVE LLP ON BEHALF OF THE DEBTORS FOR THE PERIOD MAY 1, 2013  
THROUGH JUNE 30, 2013 FOR THE PROOFS OF CLAIM BASED ON THE MDL  
LITIGATION**

<b>Name of Professional Individual</b>	<b>Department and Licensure</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b>Partners</b>				
M.G. Biggers	Commercial Litigation Missouri 1975; New York 1986	340.00	68.40	23,256.00
D. W. King	Commercial Litigation Missouri 1984	340.00	0.40	136.00
D. F. Madden	Class Action Litigation Missouri 1999; Illinois 2000	340.00	156.20	53,108.00
K. L. Marshall	Intellectual Property and Litigation Missouri 1999; California 2011	340.00	216.60	73,644.00
B. C. Oetter	Commercial Litigation Missouri 1976	340.00	0.90	306.00
<b>Associates and Of Counsel</b>				
M. W. Brennan	Class Action Litigation Missouri 1991	340.00	5.20	1,768.00
E. L. Dill	Class Action Litigation Missouri 2008; Kansas 2009; California 2013	340.00	287.70	97,818.00
R. J. Esposito	Intellectual Property and Litigation California 2009	340.00	11.90	4,046.00
M. Jewett-Brewster	Litigation California 2001	340.00	0.70	238.00
B. D. Kozal	Class Action Litigation Missouri 2009; Illinois 2011	340.00	6.80	2,312.00
N.W. Lind	Commercial Litigation California 2011	340.00	31.80	10,812.00
T. G. O'Connell	Class Action Litigation Missouri 2009; Illinois 2010	340.00	7.50	2,550.00
T. M. Talbot	Commercial Litigation California 2008	340.00	25.30	8,602.00
<b>Paraprofessionals</b>				
Y. C. Herron	Litigation/ Paralegal	205.00	1.50	307.50
J. V. Mendoza	Litigation/ Paralegal	185.00	26.40	4,884.00
W. Oldani	Litigation/ Paralegal	155.00	11.80	1,829.00

C. A. Schmitt	Library Services/ Research Librarian	110.00	1.00	110.00
J. C. Turow	Library Services/ Research Librarian	190.00	0.30	57.00
<b>Professionals Totals</b>		<b>Blended Rate</b>		
<b>Total Fees Incurred</b>		<b>\$332.15</b>	<b>860.40</b>	<b>285,783.50</b>

**EXHIBIT D**

**SUMMARY OF EXPENSES INCURRED BY BRYAN CAVE LLP  
ON BEHALF OF THE DEBTORS FOR THE PERIOD  
MAY 1, 2013 THROUGH JUNE 30, 2013 FOR THE PROOFS OF CLAIM BASED ON  
THE MDL LITIGATION**

<b>Expense Category</b>	<b>Amount</b>
Meals during travel	408.02
Travel to New York City	4,389.05
Express Package Delivery	116.60
<b>Total</b>	<b>4,913.67</b>

**EXHIBIT E**

Page 22 of 47  


**Bryan Cave LLP** Atlanta | Boulder | Charlotte | Chicago | Colorado Springs | Dallas | Denver | Frankfurt | Hamburg | Hong Kong | Irvine  
 Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Residential Capital LLC  
 1100 Virginia Drive  
 Fort Washington, PA 10-34

June 27, 2013  
 Invoice# 10221008  
 Client# C078643  
 Matter# 0320913

# REMITTANCE ADVICE

## BALANCE FORWARD:

Balance per Statement Dated May 24, 2013	\$	165,577.28
Payments and Other credits		0.00
<b>BALANCE FORWARD</b>	<b>\$</b>	<b>165,577.28</b>

## CURRENT CHARGES:

Fees for Legal Services	\$	125,666.00
-------------------------	----	------------

<b>TOTAL CHARGES THIS INVOICE</b>	<b>\$</b>	<b>125,666.00</b>
-----------------------------------	-----------	-------------------

Balance Forward for Matter	\$	165,577.28
----------------------------	----	------------

<b>TOTAL DUE</b>	<b>\$</b>	<b><u>291,243.28</u></b>
------------------	-----------	--------------------------

<b>STATEMENT TOTAL</b>	<b>\$</b>	<b>291,243.28</b>
------------------------	-----------	-------------------

## OUR RECORDS SHOW THESE INVOICES OUTSTANDING AS OF June 27, 2013

Balance Outstanding on Inv.	10155806 (Dated 12/18/12)	12,881.50
Balance Outstanding on Inv.	10187922 (Dated 03/27/13)	13,931.28
Balance Outstanding on Inv.	10208531 (Dated 05/24/13)	12,580.00
Balance Outstanding on Inv.	10208533 (Dated 05/24/13)	74,188.00
Balance Outstanding on Inv.	10208539 (Dated 05/24/13)	51,996.50

## PAYMENT INSTRUCTIONS

### Check Payment Instructions:

Bryan Cave LLP  
 P.O. Box 503089  
 St. Louis, MO 63150-3089

Please return Remittance Advice with  
 payment in the enclosed envelope.

### ACH Payment Instructions:

ACH to: Bank of America  
 One Bank of America Plaza  
 St. Louis, MO 63101  
 Routing #081000032  
 Account # 100101007976

### Wire Instructions:

Wire to: Bank of America  
 One Bank of America Plaza  
 St. Louis, MO 63101  
 ABA #0260-0959-3  
 Account # 100101007976

Swift Codes:  
 BOFAUS3N (incoming US wires)  
 BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 2

For Legal Services Rendered Through May 31, 2013

File #0320913  
RFC Kessler Case  
693527

05/01/13	K. L. Marshall	L120.	1.30	442.00	Call with bankruptcy and insurance counsel.
05/01/13	K. L. Marshall	L120.	1.30	442.00	Call with bankruptcy and UCC counsel regarding settlement issues.
05/01/13	K. L. Marshall	L120.	0.70	238.00	Review and analyze letter from insurance company.
05/01/13	K. L. Marshall	L120.	1.00	340.00	Call with client and bankruptcy counsel.
05/01/13	D. F. Madden	L120.	1.90	646.00	Work on exposure analysis.
05/01/13	E. L. Dill	L160.	4.60	1,564.00	Discuss strategy regarding potential settlement.
05/01/13	E. L. Dill	L160.	2.90	986.00	Analyze whether special master may assist in determining allocation of potential settlement fund.
05/01/13	N. A. Lind	C200.	6.40	2,176.00	Analyze and discuss case law regarding use of special master in settlement proceedings.
05/02/13	M. G. Biggers	L120.	0.10	34.00	Review excess carrier correspondence.
05/02/13	K. L. Marshall	L120.	1.20	408.00	Call with insurance counsel and bankruptcy counsel regarding next steps with insurers.
05/02/13	K. L. Marshall	L120.	1.50	510.00	Prepare for call with opposing counsel and bankruptcy counsel.
05/02/13	K. L. Marshall	L120.	1.00	340.00	Review research on use of special masters for allocation.
05/02/13	K. L. Marshall	L120.	0.80	272.00	Multiple calls with bankruptcy counsel.
05/02/13	D. F. Madden	L120.	5.90	2,006.00	Work on exposure analysis
05/02/13	E. L. Dill	L160.	4.10	1,394.00	Continue analyzing whether special master may assist in determining allocation of potential settlement fund.
05/02/13	E. L. Dill	L160.	1.50	510.00	Discuss strategy regarding potential settlement.

Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 3

05/02/13	N. A. Lind	L120.	2.70	918.00	Analyze and discuss case law related to settlement and appointment of special master.
05/03/13	M. G. Biggers	L160.	0.20	68.00	Emails regarding discussions with insurers and plaintiffs.
05/03/13	D. W. King	L120.	0.40	136.00	Consultation on RESPA issues.
05/03/13	K. L. Marshall	L120.	0.50	170.00	Confer with E. Dill regarding special master and updated exposure analysis.
05/03/13	D. F. Madden	L160.	7.80	2,652.00	Prepare for settlement negotiations and telephone conference with insurers by updating risk assessment.
05/03/13	E. L. Dill	L160.	6.00	2,040.00	Prepare for conference with insurers regarding settlement negotiations.
05/03/13	W. Oldani	B100.	1.00	155.00	Review the Reed Smith file documentation and e-mails to identify CBNV documentation requested by D. Madden.
05/04/13	D. F. Madden	L160.	1.20	408.00	Work on risk weighted exposure analysis and other preparation for settlement discussions
05/04/13	E. L. Dill	L160.	8.40	2,856.00	Prepare for presentation to insurers regarding potential settlement.
05/05/13	D. F. Madden	L160.	3.30	1,122.00	Work on risk weighted exposure analysis and other preparation for settlement discussions.
05/05/13	E. L. Dill	L160.	13.50	4,590.00	Prepare for presentation to insurers regarding potential settlement.
05/06/13	K. L. Marshall	L120.	1.20	408.00	Pre-call with client, insurance counsel, and bankruptcy counsel.
05/06/13	K. L. Marshall	L120.	1.00	340.00	Confer with E. Dill and D. Madden regarding updated exposure analysis.
05/06/13	K. L. Marshall	L120.	5.90	2,006.00	Prepare for call with insurers.
05/06/13	D. F. Madden	L120.	7.10	2,414.00	Work on exposure analysis.
05/06/13	E. L. Dill	L160.	8.40	2,856.00	Prepare for presentation to insurers regarding potential settlement.
05/06/13	N. A. Lind	L120.	1.40	476.00	Shepardize case related to appointment of special masters and analyze results.
05/06/13	C. A. Schmitt	C100.	0.30	33.00	Conduct research to obtain testimony of M. Morin, as requested by E. L. Dill.
05/07/13	K. L. Marshall	L160.	1.20	408.00	Follow up call regarding same.



Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 4

05/07/13	K. L. Marshall	L160.	4.00	1,360.00	Prepare for and participate in call with insurers regarding settlement discussions.
05/07/13	D. F. Madden	L190.	3.60	1,224.00	Prepare for and participate in call with insurers.
05/07/13	E. L. Dill	L160.	5.60	1,904.00	Prepare for and attend presentation to insurers regarding potential settlement.
05/07/13	T. M. Talbot	L120.	0.50	170.00	Conference regarding TILA and HOEPA research.
05/07/13	T. M. Talbot	L120.	2.20	748.00	Research case law regarding HOEPA discretionary damages.
05/07/13	R. J. Esposito	L120.	0.30	102.00	Analyze strategy regarding updates to memorandum regarding Truth in Lending Act and Home Ownership and Equity Protection Act.
05/07/13	M. Jewett-Brewster	B100.	0.50	170.00	Research statutory law regarding appeal of class action certification in contested matter.
05/07/13	M. Jewett-Brewster	B100.	0.20	68.00	Conference regarding procedures for appeal of class action certification in contested matter.
05/07/13	C. A. Schmitt	L110.	0.70	77.00	Research D. Shumway and R. Bapst as requested by E. L. Dill.
05/08/13	K. L. Marshall	L120.	0.20	68.00	Call with V. Chopra regarding same.
05/08/13	K. L. Marshall	L120.	0.30	102.00	Review and comment on letter.
05/08/13	D. F. Madden	L210.	1.40	476.00	Work on memorandum detailing exposure analysis as part of preparation for mediation.
05/08/13	B. D. Kozal	L190.	0.30	102.00	Correspondence regarding equitable tolling claims.
05/08/13	E. L. Dill	L120.	1.80	612.00	Analyze plaintiffs' theories of liability.
05/08/13	E. L. Dill	L120.	1.50	510.00	Work on exposure analysis.
05/08/13	N. A. Lind	L120.	3.20	1,088.00	Conduct research into recent developments in equitable tolling of TILA and HOEPA claims.
05/08/13	N. A. Lind	L120.	0.50	170.00	Meeting to discuss strategy for research related to equitable tolling of TILA claims and prepayment penalties.

Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 5

05/08/13	R. J. Esposito	L120.	1.10	374.00	Strategize regarding updated research into Truth in Lending Act and Home Ownership and Equity Protection Act damages.
05/08/13	R. J. Esposito	L120.	0.20	68.00	Analyze memoranda regarding Truth in Lending Act and Home Ownership and Equity Protection Act damages.
05/09/13	K. L. Marshall	L120.	0.50	170.00	Review updated TILA research.
05/09/13	D. F. Madden	L210.	4.00	1,360.00	Work on memorandum detailing exposure analysis as part of preparation for mediation.
05/09/13	E. L. Dill	L120.	0.10	34.00	Discuss analysis regarding plaintiffs' equitable tolling arguments.
05/09/13	N. A. Lind	L120.	3.90	1,326.00	Draft summary.
05/09/13	N. A. Lind	L120.	2.00	680.00	Conduct research into recent developments in equitable tolling of TILA and HOEPA claims.
05/09/13	R. J. Esposito	L120.	0.20	68.00	Analyze email summary and memoranda regarding Truth in Lending Act and Home Ownership and Equity Protection Act damages.
05/10/13	K. L. Marshall	L120.	1.30	442.00	Call with co-counsel regarding status.
05/10/13	D. F. Madden	L120.	6.50	2,210.00	Work on exposure analysis.
05/10/13	B. D. Kozal	L110.	3.10	1,054.00	Research regarding equitable tolling claims and correspondence regarding same.
05/10/13	E. L. Dill	L160.	1.10	374.00	Discuss strategy regarding potential settlement.
05/10/13	N. A. Lind	L120.	1.40	476.00	Draft summaries of recent Court of Appeals decisions.
05/10/13	N. A. Lind	L120.	2.30	782.00	Conduct research into recent developments in equitable tolling of TILA and HOEPA claims.
05/10/13	R. J. Esposito	L120.	5.40	1,836.00	Research case law regarding damages for violations under the Truth in Lending Act and Home Ownership and Equity Protection Act.
05/11/13	K. L. Marshall	L160.	0.50	170.00	Attention to email regarding settlement and insurance issues.
05/12/13	K. L. Marshall	L160.	0.40	136.00	Review and comment on term sheet provision regarding indemnity rights.

Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 6

05/12/13	E. L. Dill	L160.	0.20	68.00	Review correspondence regarding potential settlement.
05/13/13	M. G. Biggers	L160.	0.10	34.00	Conference and email regarding status of discussions.
05/13/13	K. L. Marshall	L160.	0.40	136.00	Suggest revisions to release language.
05/13/13	K. L. Marshall	L160.	0.60	204.00	Call with N. Rosenbaum with exposure analysis issues.
05/13/13	K. L. Marshall	L160.	0.50	170.00	Follow up regarding same.
05/13/13	K. L. Marshall	L160.	0.50	170.00	Review term sheet papers and release.
05/13/13	D. F. Madden	L120.	4.50	1,530.00	Work on exposure analysis.
05/13/13	B. D. Kozal	L110.	0.20	68.00	Correspondence regarding same.
05/13/13	B. D. Kozal	L110.	0.60	204.00	Research, review, and analyze case law regarding class action issues in the Third Circuit.
05/13/13	E. L. Dill	L120.	2.10	714.00	Analyze plaintiffs' theories of liability.
05/13/13	N. A. Lind	L120.	3.20	1,088.00	Research and analyze recent TILA class certification decisions.
05/13/13	T. M. Talbot	L120.	6.70	2,278.00	Research TILA damages for failure to provide disclosures within 3 days and draft summary of same.
05/14/13	M. G. Biggers	L120.	2.00	680.00	Review and revise same, with related research.
05/14/13	M. G. Biggers	L120.	0.40	136.00	Telephone call and email regarding formalization of case analysis for insurers.
05/14/13	K. L. Marshall	L160.	0.80	272.00	Review correspondence from insurers and plaintiffs' counsel.
05/14/13	K. L. Marshall	L160.	1.20	408.00	Prepare for further settlement and insurance discussions.
05/14/13	K. L. Marshall	L160.	0.80	272.00	Call regarding exposure analysis.
05/14/13	D. F. Madden	L120.	3.20	1,088.00	Work on exposure analysis.
05/14/13	E. L. Dill	L120.	2.60	884.00	Analyze plaintiffs' theories of liability.
05/14/13	N. A. Lind	L120.	1.80	612.00	Research and analyze recent TILA class certification decisions.
05/14/13	T. M. Talbot	L120.	3.80	1,292.00	Research case law regarding class certification for TILA/HOEPSA claims and draft summary of same.

Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 7

05/15/13	M. G. Biggers	L120.	1.50	510.00	Revise other portions of analysis, with related research and emails.
05/15/13	M. G. Biggers	L120.	0.70	238.00	Draft analysis for insurers on RICO claims, with related emails.
05/15/13	K. L. Marshall	L120.	1.50	510.00	Call with bankruptcy and insurance coverage counsel regarding same.
05/15/13	K. L. Marshall	L120.	8.00	2,720.00	Prepare for, and trip to, meeting with plaintiffs and insurers.
05/15/13	E. L. Dill	L160.	1.70	578.00	Call with bankruptcy and insurance coverage counsel regarding same.
05/15/13	E. L. Dill	L160.	7.80	2,652.00	Prepare for, and trip to, meeting with plaintiffs and insurers.
05/15/13	N. A. Lind	L120.	1.60	544.00	Research and analyze recent TILA class certification decisions.
05/16/13	M. G. Biggers	L120.	0.10	34.00	Emails regarding new judge in MDL case.
05/16/13	M. G. Biggers	L120.	0.10	34.00	Emails regarding broker's prior correspondence with insurers.
05/16/13	K. L. Marshall	L120.	5.50	1,870.00	Prepare for and attend multiple meetings with bankruptcy and insurance coverage counsel, client, UCC counsel, and plaintiffs' counsel.
05/16/13	E. L. Dill	L160.	5.50	1,870.00	Prepare for and multiple meetings with bankruptcy and insurance coverage counsel, client, UCC counsel, and plaintiffs' counsel.
05/17/13	K. L. Marshall	L120.	2.00	680.00	Review and comment on exposure analysis.
05/17/13	K. L. Marshall	L120.	1.00	340.00	Confer with E. Dill regarding strategy and status.
05/17/13	K. L. Marshall	L120.	5.20	1,768.00	Return from meetings.
05/17/13	K. L. Marshall	L120.	1.00	340.00	Communicate with insurance coverage and bankruptcy counsel.
05/17/13	K. L. Marshall	L120.	0.80	272.00	Review and comment on letter to insurers.
05/17/13	E. L. Dill	L120.	2.00	680.00	Review and comment on exposure analysis.
05/17/13	E. L. Dill	L120.	1.00	340.00	Confer with K.L. Marshall regarding strategy and status.
05/17/13	E. L. Dill	L120.	5.20	1,768.00	Return from meetings.

Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 8

05/17/13	E. L. Dill	L120.	1.00	340.00	Communicate with insurance coverage and bankruptcy counsel.
05/17/13	E. L. Dill	L120.	0.80	272.00	Review and comment on letter to insurers.
05/18/13	K. L. Marshall	L120.	0.50	170.00	Confer with D. Madden regarding case status and strategy.
05/20/13	M. G. Biggers	L120.	0.20	68.00	Telephone calls regarding case analysis memo for insurers.
05/20/13	M. G. Biggers	L120.	1.20	408.00	Emails with Perkins Coie regarding prior Kessler insurer correspondence and indemnification information.
05/20/13	D. F. Madden	L160.	3.40	1,156.00	Work on exposure analysis memorandum in connection with preparation for settlement talks.
05/20/13	B. D. Kozal	L190.	0.40	136.00	Correspondence regarding duplicative damages issues.
05/20/13	E. L. Dill	L120.	2.00	680.00	Draft expanded class certification exposure analysis.
05/21/13	M. G. Biggers	L120.	0.40	136.00	Telephone calls T. Allen regarding new judge for Kessler case and search for prior insurance correspondence, with email report of information regarding the judge.
05/21/13	D. F. Madden	L160.	3.60	1,224.00	Work on exposure analysis memorandum in connection with preparation for settlement talks.
05/21/13	E. L. Dill	L260.	10.80	3,672.00	Draft expanded class certification exposure analysis.
05/22/13	K. L. Marshall	L120.	0.30	102.00	Confer with E. Dill and D. Madden regarding current status and exposure analysis.
05/22/13	K. L. Marshall	L120.	0.20	68.00	Review and comment on draft letter to insurers.
05/22/13	D. F. Madden	L160.	5.90	2,006.00	Work on exposure analysis memorandum in connection with preparation for settlement talks.
05/22/13	T. G. O'Connell	C200.	0.50	170.00	Legal research regarding applicability of RICO and HOEPA statutes for purposes of strengthening negotiations with insurers.
05/22/13	E. L. Dill	L260.	2.30	782.00	Draft expanded class certification exposure analysis.

Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 9

05/22/13	E. L. Dill	L120.	1.40	476.00	Draft expanded indemnification exposure analysis.
05/22/13	E. L. Dill	L120.	0.10	34.00	Draft expanded TILA/HOEPA exposure analysis.
05/23/13	M. G. Biggers	L120.	0.10	34.00	Emails regarding prior communications with insurers.
05/23/13	K. L. Marshall	L120.	0.50	170.00	Confer with V. Chopra regarding privilege issue.
05/23/13	K. L. Marshall	L120.	0.70	238.00	Confer with E. Dill and D. Madden regarding status of omnibus memorandum.
05/23/13	K. L. Marshall	L120.	0.30	102.00	Confer with R. Crandell regarding correspondence with insurers.
05/23/13	D. F. Madden	L160.	7.00	2,380.00	Work on exposure analysis memorandum in connection with preparation for settlement talks.
05/23/13	T. G. O'Connell	C200.	2.00	680.00	Legal research regarding applicability of RICO and HOEPA statutes for purposes of strengthening negotiations with insurers.
05/23/13	E. L. Dill	L120.	0.90	306.00	Draft expanded TILA/HOEPA exposure analysis.
05/23/13	N. A. Lind	L120.	0.10	34.00	Discuss updated memo on TILA class certification.
05/24/13	M. G. Biggers	L120.	0.30	102.00	Emails regarding communications with insurers.
05/24/13	K. L. Marshall	L120.	0.40	136.00	Call with S. Linde.
05/24/13	K. L. Marshall	L120.	1.20	408.00	Call with insurance coverage and bankruptcy counsel regarding status.
05/24/13	K. L. Marshall	L120.	1.70	578.00	Review and revise memorandum for insurers.
05/24/13	D. F. Madden	L120.	5.30	1,802.00	Work on exposure analysis.
05/24/13	B. D. Kozal	L110.	0.20	68.00	Correspondence regarding same.
05/24/13	B. D. Kozal	L110.	2.00	680.00	Research, review, and analyze case law regarding duplicative damages.
05/24/13	T. G. O'Connell	C200.	4.00	1,360.00	Legal research regarding applicability of RICO and HOEPA statutes for purposes of strengthening negotiations with insurers.

Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 10

05/24/13	E. L. Dill	L120.	8.70	2,958.00	Draft expanded TILA/HOEPA exposure analysis.
05/24/13	N. A. Lind	L120.	1.30	442.00	Review TILA equitable tolling case law and prepare summary.
05/24/13	J. C. Thurow	L110.	0.10	19.00	Determine source for obtaining pleadings in U.S. Dist. Court for the N.D. Ga. from 2001/2 for T. O'Connell
05/25/13	M. G. Biggers	L120.	1.20	408.00	Review and comment on case analysis memo for client, with related conference call and emails.
05/25/13	K. L. Marshall	L120.	1.00	340.00	Calls with team members regarding analysis.
05/25/13	K. L. Marshall	L120.	2.00	680.00	Review and revise exposure analysis.
05/25/13	K. L. Marshall	L120.	1.50	510.00	Review and analyze RWE.
05/25/13	K. L. Marshall	L120.	0.40	136.00	Communicate to client.
05/25/13	D. F. Madden	L120.	1.40	476.00	Work on exposure analysis.
05/25/13	E. L. Dill	L120.	7.10	2,414.00	Refine exposure analysis.
05/27/13	K. L. Marshall	L120.	0.30	102.00	Confer with team regarding same.
05/27/13	K. L. Marshall	L120.	0.20	68.00	Correspondence with insurance and bankruptcy counsel regarding status and strategy.
05/27/13	K. L. Marshall	L120.	0.50	170.00	Review research summary from V. Chopra on privilege and work product protection.
05/27/13	E. L. Dill	L120.	0.30	102.00	Review emails.
05/28/13	M. G. Biggers	L120.	0.60	204.00	Telephone calls and emails regarding insurer requests for documents from Reed Smith representation.
05/28/13	K. L. Marshall	L120.	0.10	34.00	Call with client.
05/28/13	K. L. Marshall	L120.	0.20	68.00	Confer with insurance coverage counsel regarding status.
05/28/13	T. G. O'Connell	C200.	1.00	340.00	Legal research regarding applicability of RICO and HOEPA statutes for purposes of strengthening negotiations with insurers.
05/28/13	E. L. Dill	L120.	1.70	578.00	Discuss insurers' requests for documents.
05/29/13	K. L. Marshall	L120.	1.10	374.00	Call with client with exposure analysis.

Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 11

05/29/13	K. L. Marshall	L120.	0.30	102.00	Meet with E. Dill regarding outstanding document requests from insurers.
05/29/13	D. F. Madden	L320.	1.30	442.00	Work on gathering documents in response to insurer requests.
05/29/13	E. L. Dill	L120.	5.70	1,938.00	Gather documents in response to insurer information requests and telephone conference regarding same.
05/29/13	W. Oldani	B100.	0.20	31.00	Forward the Residential Funding disclosures to E. Dill.
05/29/13	W. Oldani	B100.	0.30	46.50	Correspondence with E. Dill regarding initial disclosures filed by plaintiffs.
05/29/13	W. Oldani	B100.	0.70	108.50	Search RingTail to confirm which disclosures we have.
05/29/13	W. Oldani	B100.	0.10	15.50	E-mail to Reed Smith on inability to access their dataroom.
05/29/13	J. C. Thurow	L250.	0.20	38.00	Obtain scans of sections of Truth in Lending 2012 edition for T. O'Connell
05/30/13	M. G. Biggers	L120.	0.10	34.00	Telephone call regarding risk assessment.
05/30/13	M. G. Biggers	L190.	0.20	68.00	Emails regarding OCP issues.
05/30/13	K. L. Marshall	L120.	1.00	340.00	Correct RWE to reflect timeliness of all RICO claims.
05/30/13	K. L. Marshall	L120.	1.00	340.00	Call with client regarding exposure analysis memorandum.
05/30/13	K. L. Marshall	L120.	0.90	306.00	Call with insurance and bankruptcy counsel regarding status.
05/30/13	K. L. Marshall	L120.	0.40	136.00	Call with plaintiffs' counsel regarding scheduling.
05/30/13	K. L. Marshall	L120.	0.70	238.00	Call with client and coverage counsel regarding status.
05/30/13	E. L. Dill	L120.	2.00	680.00	Gather documents in response to insurer information requests.
05/30/13	E. L. Dill	L120.	3.20	1,088.00	Attend telephone conference with plaintiffs' counsel regarding scheduling of class certification hearing and prepare for same.
05/30/13	E. L. Dill	L120.	2.20	748.00	Attend telephone conference with client and former counsel regarding insurer information requests and prepare for same.



Residential Capital LLC

June 27, 2013  
Invoice # 10221008  
Client # C078643  
Page 12

05/30/13	W. Oldani	B100.	0.30	46.50	E-mails with E. Dill regarding the Plaintiff's initial disclosures.
05/30/13	W. Oldani	B100.	0.20	31.00	E-mails with Reed Smith regarding access to the dataroom.
05/30/13	W. Oldani	B100.	0.90	139.50	Search the Reed Smith dataroom for the Plaintiff's initial disclosures.
05/31/13	M. G. Biggers	L260.	0.20	68.00	Review new cases on equitable tolling.
05/31/13	K. L. Marshall	L120.	0.30	102.00	Review and comment on proposed edits to confidentiality agreement.
05/31/13	M. W. Brennan	L320.	0.20	68.00	Transmit requested loan list data to E. L. Dill.
05/31/13	E. L. Dill	L120.	0.30	102.00	Review draft confidentiality agreement.
05/31/13	W. Oldani	B100.	0.50	77.50	Addition of the Plaintiff's, FDIC's and PNC's Initial Disclosures to RingTail.

TIMEKEEPER SUMMARY OF FEES

	Hours	Rate/Hr	Dollars
M. G. Biggers	9.70	340.00	3,298.00
D. W. King	0.40	340.00	136.00
K. L. Marshall	73.30	340.00	24,922.00
D. F. Madden	78.30	340.00	26,622.00
M. W. Brennan	0.20	340.00	68.00
B. D. Kozal	6.80	340.00	2,312.00
T. G. O'Connell	7.50	340.00	2,550.00
E. L. Dill	138.10	340.00	46,954.00
N. A. Lind	31.80	340.00	10,812.00
T. M. Talbot	13.20	340.00	4,488.00
R. J. Esposito	7.20	340.00	2,448.00
M. Jewett-Brewster	0.70	340.00	238.00
W. Oldani	4.20	155.00	651.00
J. C. Thurow	0.30	190.00	57.00
C. A. Schmitt	1.00	110.00	110.00
<b>TOTAL</b>	<b>372.70</b>	<b>337.18</b>	<b>125,666.00</b>

Total Hours 372.70

Total Fees for Legal Services \$ 125,666.00

**TOTAL CHARGES FOR THIS MATTER \$ 125,666.00**

BRYAN CAVE

**Bryan Cave LLP** Atlanta | Boulder | Charlotte | Chicago | Colorado Springs | Dallas | Denver | Frankfurt | Hamburg | Hong Kong | Irvine  
 Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Residential Capital LLC  
 1100 Virginia Drive  
 Fort Washington, PA 10-34

July 26, 2013  
 Invoice # 10230330  
 Client # C078643  
 Payment is due upon  
 Receipt

---

### STATEMENT OF ACCOUNT

---

**BALANCE FORWARD:**

Balance per Statement Dated June 27, 2013	\$	291,243.28
Payments and Other credits		0.00
<b>BALANCE FORWARD</b>	<b>\$</b>	<b>291,243.28</b>

**CURRENT CHARGES FOR MATTER:**

File #0320913  
 RFC Kessler Case  
 693527

Fees for Legal services	\$	160,117.50
Expenses and Other Charges		4,913.67

<b>TOTAL CHARGES THIS INVOICE</b>	<b>\$</b>	<b>165,031.17</b>
-----------------------------------	-----------	-------------------

<b>STATEMENT TOTAL</b>	<b>\$</b>	<b>456,274.45</b>
------------------------	-----------	-------------------

**PAYMENT INSTRUCTIONS****Check Payment Instructions:**

Bryan Cave LLP  
 P.O. Box 503089  
 St. Louis, MO 63150-3089

Please return Remittance Advice with  
 payment in the enclosed envelope.

**ACH Payment Instructions:**

ACH to: Bank of America  
 One Bank of America Plaza  
 St. Louis, MO 63101  
 Routing #081000032  
 Account # 100101007976

**Wire Instructions:**

Wire to: Bank of America  
 One Bank of America Plaza  
 St. Louis, MO 63101  
 ABA #0260-0959-3  
 Account # 100101007976

Swift Codes:  
 BOFAUS3N (incoming US wires)  
 BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 2

For Legal Services Rendered Through June 30, 2013

File #0320913  
RFC Kessler Case  
693527

06/02/13	K. L. Marshall	L120.	0.30	102.00	Confer with team regarding same.
06/02/13	K. L. Marshall	L120.	0.20	68.00	Review correspondence from insurance coverage counsel regarding meeting with insurers.
06/03/13	M. G. Biggers	L190.	0.10	34.00	Emails regarding order setting status conference in Pittsburgh case and scheduling of certification in bankruptcy court.
06/03/13	K. L. Marshall	L120.	0.50	170.00	Confer with E. Dill regarding insurer document requests.
06/03/13	E. L. Dill	L120.	4.30	1,462.00	Review documents in relation to insurer information requests.
06/04/13	K. L. Marshall	L120.	1.80	612.00	Review documents for responses to insurers' requests.
06/04/13	K. L. Marshall	L120.	0.40	136.00	Attention to emails with bankruptcy and insurance coverage counsel.
06/04/13	K. L. Marshall	L120.	0.30	102.00	Review memorandum from T. Allen.
06/04/13	E. L. Dill	L120.	0.70	238.00	Discuss presentation to insurers.
06/04/13	E. L. Dill	L120.	1.10	374.00	Review documents in relation to insurer information requests.
06/05/13	K. L. Marshall	L120.	1.20	408.00	Prepare for meeting with insurers.
06/05/13	E. L. Dill	L120.	1.80	612.00	Prepare for insurer presentation.
06/06/13	M. G. Biggers	L190.	0.20	68.00	Emails regarding appearance of additional plaintiffs' lawyer (from South Carolina) in Pittsburgh case.
06/06/13	K. L. Marshall	L120.	1.40	476.00	Prepare for meeting with insurers.
06/06/13	K. L. Marshall	L120.	1.20	408.00	Call with insurer and bankruptcy counsel
06/06/13	D. F. Madden	L120.	2.00	680.00	Prepare for insurer meeting, including telephone conference with bankruptcy counsel and insurance coverage counsel.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 3

06/06/13	E. L. Dill	L120.	3.90	1,326.00	Prepare for presentation to insurers.
06/07/13	M. G. Biggers	L240.	0.20	68.00	Review PNC's response in Pittsburgh to plaintiffs' supplemental filing on equitable tolling issues.
06/07/13	K. L. Marshall	L120.	2.90	986.00	Prepare for meeting with insurers.
06/07/13	E. L. Dill	L120.	0.90	306.00	Draft correspondence to PNC Bank regarding mediation.
06/07/13	E. L. Dill	L120.	3.70	1,258.00	Prepare for presentation to insurers.
06/07/13	J. V. Mendoza	L120.	3.50	647.50	Prepare presentation slides, tables, and documents for attorney use during presentation to insurers.
06/07/13	Y. C. Herron	L120.	1.50	307.50	Prepare slides to be used in PowerPoint
06/08/13	K. L. Marshall	L120.	2.00	680.00	Prepare for meeting with insurers.
06/08/13	E. L. Dill	L120.	5.10	1,734.00	Prepare for presentation to insurers.
06/09/13	K. L. Marshall	L120.	1.50	510.00	Prepare for meeting with insurers.
06/09/13	E. L. Dill	L120.	2.70	918.00	Prepare for presentation to insurers.
06/10/13	M. G. Biggers	L240.	0.40	136.00	Supplemental FDIC submissions, including email advising client and Morrison of FDIC submission addressing bankruptcy plan.
06/10/13	M. G. Biggers	L240.	0.10	34.00	Review plaintiffs' reply submission in Pittsburgh on equitable tolling.
06/10/13	K. L. Marshall	L120.	8.50	2,890.00	Prepare for meeting with insurers.
06/10/13	D. F. Madden	L120.	2.30	782.00	Prepare for meeting with insurers.
06/10/13	M. W. Brennan	L320.	1.60	544.00	Research information on database reports for loans, forwarding to E. L. Dill and telephone call concerning history of fields selected for potential production.
06/10/13	E. L. Dill	L120.	10.60	3,604.00	Prepare for insurer presentation, including preparation of presentation materials.
06/10/13	J. V. Mendoza	L120.	10.20	1,887.00	Compile and format various citations, charts, testimony, etc. and design animated presentation materials for attorney use at insurer meeting.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 4

06/11/13	M. G. Biggers	L240.	0.70	238.00	Emails regarding supplemental filings on motions to dismiss in Pittsburgh case and upcoming conference in that case.
06/11/13	K. L. Marshall	L120.	7.10	2,414.00	Prepare for meeting with insurers.
06/11/13	D. F. Madden	L120.	4.50	1,530.00	Prepare for meeting with insurers and settlement negotiations.
06/11/13	E. L. Dill	L120.	9.10	3,094.00	Prepare for presentation to insurers, including preparation of talking points and presentation materials with K.L. Marshall.
06/11/13	W. Oldani	B100.	0.20	31.00	Conference with D. Madden and M. Lamere regarding the GNBT and CBNV notebooks to be shipped to Washington DC.
06/11/13	W. Oldani	B100.	0.50	77.50	Search RingTail for settlement pleadings requested by E. Dill.
06/11/13	W. Oldani	B100.	0.50	77.50	Forward exhibits to the Reed Smith memos on GNBT and CBNV to E. Dill.
06/11/13	J. V. Mendoza	L120.	4.30	795.50	Create additional slides for insurer presentation and perform edits to existing presentation materials.
06/12/13	M. G. Biggers	L120.	0.60	204.00	Research and emails on RESPA damages law.
06/12/13	M. G. Biggers	L240.	1.60	544.00	Analyze order on PNC motion to dismiss and class briefing schedule in Pittsburgh, with related conference and emails.
06/12/13	M. G. Biggers	L120.	0.60	204.00	Emails regarding plaintiffs' damage calculations and Carlson's asserted grounds for change in his position.
06/12/13	K. L. Marshall	L120.	0.50	170.00	Review and analyze order on motion to dismiss from Judge Schwab.
06/12/13	K. L. Marshall	L120.	6.50	2,210.00	Prepare for and travel to meeting with insurers.
06/12/13	K. L. Marshall	L120.	2.50	850.00	Work on talking points and presentation for insurers, including extensive collaboration with E. Dill regarding same.
06/12/13	D. F. Madden	L120.	4.80	1,632.00	Prepare for meeting with insurers and settlement negotiations.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 5

06/12/13	E. L. Dill	L120.	1.00	340.00	Analyze district court order on motion to dismiss.
06/12/13	E. L. Dill	L120.	10.00	3,400.00	Prepare for and travel to meeting with insurers, including preparation of talking points and presentation materials with K.L. Marshall.
06/12/13	W. Oldani	B100.	0.20	31.00	Forward corrected Order received from the court D. Madden.
06/12/13	W. Oldani	B100.	0.50	77.50	Prepare set of attachments to the Reed Smith CBNV and GNBT memos and forward to K. L. Marshall.
06/12/13	W. Oldani	B100.	1.00	155.00	Search the Reed Smith data room and locate the 2003 and 2006 settlement agreements and forward to E. Dill.
06/12/13	W. Oldani	B100.	0.20	31.00	Forward requested pleadings to D. Madden.
06/12/13	J. V. Mendoza	L120.	1.90	351.50	Edit and revise insurer meeting presentation materials.
06/13/13	M. G. Biggers	L240.	0.10	34.00	Review memo and emails of prior correspondence with insurers.
06/13/13	M. G. Biggers	L240.	2.10	714.00	Telephone conferences and emails regarding implications of rulings in Pittsburgh case.
06/13/13	K. L. Marshall	L120.	1.00	340.00	Call with bankruptcy counsel and insurance coverage counsel regarding implications of Judge Schwab ruling.
06/13/13	K. L. Marshall	L120.	1.00	340.00	Prepare for meeting with insurers.
06/13/13	K. L. Marshall	L120.	2.00	680.00	Refine outline of talking points for insurers.
06/13/13	K. L. Marshall	L120.	2.50	850.00	Work on presentation for insurers.
06/13/13	K. L. Marshall	L120.	2.50	850.00	Meet with client and insurance coverage counsel.
06/13/13	K. L. Marshall	L120.	1.00	340.00	Call with T. Allen and team regarding Judge Schwab hearing.
06/13/13	D. F. Madden	L120.	12.50	4,250.00	Prepare for meeting with insurers and strategize regarding settlement generally.
06/13/13	E. L. Dill	L120.	1.00	340.00	Discuss implications of motion to dismiss ruling with bankruptcy counsel and insurance coverage counsel.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 6

06/13/13	E. L. Dill	L120.	9.50	3,230.00	Prepare for meeting with insurers and meet with client and insurance coverage counsel regarding same, including preparation of talking points and presentation materials with K.L. Marshall and D.F. Madden.
06/13/13	E. L. Dill	L120.	1.00	340.00	Discuss district court hearing on motion to dismiss with T. Allen.
06/13/13	W. Oldani	B100.	0.20	31.00	Forward Good Faith Estimate from RingTail requested by E. Dill.
06/13/13	J. V. Mendoza	L120.	6.50	1,202.50	Revise, edit, design, and create new presentation slides for attorney use at insurer meeting.
06/14/13	K. L. Marshall	L120.	10.00	3,400.00	Attend, participate in, and return from meeting with insurers.
06/14/13	K. L. Marshall	L120.	3.00	1,020.00	Meetings with client, bankruptcy counsel, and insurance coverage counsel.
06/14/13	K. L. Marshall	L120.	4.00	1,360.00	Make presentation to insurers and counsel for insurers..
06/14/13	D. F. Madden	L120.	12.00	4,080.00	Prepare for and participate in meeting with insurers and strategize regarding settlement generally.
06/14/13	E. L. Dill	L120.	14.50	4,930.00	Attend, participate in, and return from meeting with insurers and counsel for insurers.
06/14/13	E. L. Dill	L120.	2.00	680.00	Meet with client, bankruptcy counsel, and insurance coverage counsel in preparation for meeting with insurers and counsel for insurers.
06/14/13	W. Oldani	B100.	0.80	124.00	Add new pleadings to RingTail and code the data.
06/15/13	K. L. Marshall	L120.	1.00	340.00	Review status and confer with I. Belzer regarding settlement strategy.
06/17/13	M. G. Biggers	L120.	0.20	68.00	Telephone call and email regarding meeting with insurers and effect on certification in bankruptcy arising from decision on motion to dismiss in Pittsburgh.
06/17/13	K. L. Marshall	L160.	8.40	2,856.00	Prepare for and travel to settlement conference with plaintiffs.
06/17/13	D. F. Madden	L160.	1.20	408.00	Prepare for mediation.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 7

06/17/13	E. L. Dill	L160.	8.40	2,856.00	Travel to and prepare for mediation.
06/18/13	M. G. Biggers	L260.	1.00	340.00	Review case on judicial estoppel against class member who failed to schedule claim, with email and conferences regarding further research on that issue.
06/18/13	M. G. Biggers	L190.	0.30	102.00	Emails regarding OCP and settlement issues.
06/18/13	M. G. Biggers	L250.	0.30	102.00	Telephone calls and emails regarding PNC indemnification claim.
06/18/13	M. G. Biggers	L260.	0.10	34.00	Review new certification case.
06/18/13	B. C. Oetter	L120.	0.20	68.00	Telephone conference with Darci Madden regarding insurance and indemnification issues.
06/18/13	K. L. Marshall	L160.	15.00	5,100.00	Settlement conference with plaintiffs.
06/18/13	D. F. Madden	L160.	3.30	1,122.00	Strategize regarding issues raised during mediation.
06/18/13	M. W. Brennan	L320.	1.10	374.00	Emails with D. Madden concerning most current version of loan list, additional tables available outside of main table, transmitting main table.
06/18/13	M. W. Brennan	L320.	1.00	340.00	Research for E. L. Dill dates of data reports from client database on which we relied for statistics, status of loans.
06/18/13	E. L. Dill	L160.	1.00	340.00	Discuss and respond to proposed settlement terms circulated following mediation.
06/18/13	E. L. Dill	L160.	15.00	5,100.00	Attend mediation.
06/19/13	M. G. Biggers	L160.	0.40	136.00	Telephone call and email regarding cost estimate for settlement notice and administration.
06/19/13	M. G. Biggers	L250.	1.30	442.00	Analysis and research on basis of and possible bar of PNC's claim for indemnification from RFC.
06/19/13	M. G. Biggers	L160.	4.60	1,564.00	Telephone calls, conferences and emails regarding details of settlement proposal and impact on RFC indemnification rights against PNC, with review of tentative term sheet and insurer confidentiality agreement.
06/19/13	B. C. Oetter	L120.	0.20	68.00	Research regarding same.



Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 8

06/19/13	B. C. Oetter	L120.	0.50	170.00	Review insurance and indemnification issues.
06/19/13	K. L. Marshall	L160.	1.00	340.00	Review customer data available and transmit same with correspondence to plaintiffs' counsel.
06/19/13	K. L. Marshall	L160.	8.00	2,720.00	Confer with team regarding open settlement action items and return from settlement talks.
06/19/13	K. L. Marshall	L160.	1.50	510.00	Confer with M. Biggers regarding PNC indemnity issues and review research regarding same.
06/19/13	D. F. Madden	L160.	0.90	306.00	Receive update on settlement negotiations and strategize regarding next steps.
06/19/13	M. W. Brennan	L320.	1.30	442.00	Search multiple database tables for selected loans, compiling results into consolidated workbook and reporting to E. L. Dill.
06/19/13	E. L. Dill	L160.	9.00	3,060.00	Rravel from mediation.
06/19/13	E. L. Dill	L160.	0.50	170.00	Discuss research and data requests related to evaluation of proposed settlement terms.
06/20/13	M. G. Biggers	L160.	1.00	340.00	Work on designing and documenting settlement, with telephone call notice administrator and emails.
06/20/13	M. G. Biggers	L250.	4.20	1,428.00	Draft objection to PNC claim for indemnity/contribution, including review of claim, research and analysis.
06/20/13	K. L. Marshall	L160.	0.20	68.00	Correspondence regarding same to N. Rosenbaum.
06/20/13	K. L. Marshall	L160.	0.40	136.00	Confer with insurance and bankruptcy counsel regarding settlement status and update to insurers.
06/20/13	K. L. Marshall	L160.	0.50	170.00	Review and revise correspondence to insurers.
06/20/13	K. L. Marshall	L160.	0.20	68.00	Call with N. Rosenbaum regarding insurer letter.
06/20/13	K. L. Marshall	L160.	1.00	340.00	Call with insurance coverage counsel regarding settlement.
06/20/13	K. L. Marshall	L160.	0.60	204.00	Review and confer with D. Madden regarding loan data for plaintiffs.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 9

06/20/13	K. L. Marshall	L160.	1.10	374.00	Analyze relation between settlement and PNC indemnitee situation and confer with E. Dill and V. Chopra regarding same.
06/20/13	D. F. Madden	L110.	1.10	374.00	Work on assembling and transmitting to plaintiff's counsel data regarding class members' loans.
06/20/13	E. L. Dill	L160.	0.20	68.00	Review correspondence with insurers regarding proposed settlement.
06/20/13	E. L. Dill	L160.	0.50	170.00	Discuss relationship between settlement and indemnification claims against PNC with K.L. Marshall and V. Chopra.
06/20/13	E. L. Dill	L160.	0.80	272.00	Discuss research and data collection related to evaluation of proposed settlement terms.
06/21/13	M. G. Biggers	L160.	1.20	408.00	Begin analysis of first draft of settlement agreement, with suggested revisions and related emails.
06/21/13	M. G. Biggers	L250.	0.40	136.00	Review research memo on effect of individual bankruptcies, with conferences.
06/21/13	M. G. Biggers	L190.	0.10	34.00	Revise draft papers regarding OCP fees.
06/21/13	M. G. Biggers	L160.	0.70	238.00	Telephone call and emails regarding list of class members for settlement, with review of CAFA notice requirements.
06/21/13	M. G. Biggers	L160.	0.10	34.00	Emails regarding communication with PNC regarding settlement.
06/21/13	M. G. Biggers	L250.	3.60	1,224.00	Draft objection to PNC proof of claim, with related research and email.
06/21/13	K. L. Marshall	L160.	1.00	340.00	Confer with team, insurance counsel, and bankruptcy counsel regarding multiple settlement issues.
06/21/13	D. F. Madden	L160.	3.00	1,020.00	Work on settlement agreement.
06/21/13	E. L. Dill	L160.	1.60	544.00	Discuss potential settlement terms.
06/22/13	M. G. Biggers	L160.	3.40	1,156.00	Analyze and suggest revisions to first draft of settlement agreement, with emails and telephone call.
06/22/13	K. L. Marshall	L160.	5.20	1,768.00	Review, comment on, and discuss with team draft settlement agreement
06/22/13	D. F. Madden	L160.	2.40	816.00	Work on settlement agreement.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 10

06/22/13	E. L. Dill	L160.	8.20	2,788.00	Revise draft settlement agreement.
06/23/13	M. G. Biggers	L160.	0.20	68.00	Emails regarding CAFA.
06/23/13	M. G. Biggers	L160.	0.40	136.00	Emails regarding PNC indemnification analysis.
06/23/13	M. G. Biggers	L160.	0.30	102.00	Emails regarding class definition for settlement.
06/23/13	K. L. Marshall	L160.	1.20	408.00	Call with client, debtors counsel and UCC counsel regarding settlement issues.
06/23/13	K. L. Marshall	L160.	1.50	510.00	Review and comment on edits to settlement agreement.
06/23/13	K. L. Marshall	L160.	1.50	510.00	Call with client, debtor counsel and insurance counsel regarding settlement issues.
06/23/13	D. F. Madden	L160.	4.20	1,428.00	Work on settlement agreement, including telephone conferences with bankruptcy and coverage counsel and with counsel for UCC and research regarding CAFA application to bankruptcy class claim.
06/23/13	E. L. Dill	L160.	2.60	884.00	Revise draft settlement agreement.
06/24/13	M. G. Biggers	L160.	7.30	2,482.00	Review and comment on draft settlement documents, with related telephone calls and emails.
06/24/13	K. L. Marshall	L160.	1.80	612.00	Multiple calls with team, bankruptcy counsel, opposing counsel, and insurance counsel regarding settlement documents.
06/24/13	K. L. Marshall	L160.	2.00	680.00	Review and comment on exhibits to settlement agreement.
06/24/13	K. L. Marshall	L160.	2.50	850.00	Further review of settlement agreement.
06/24/13	K. L. Marshall	L160.	1.20	408.00	Confer with team regarding same.
06/24/13	D. F. Madden	L160.	7.60	2,584.00	Work on settlement agreement and exhibits, including telephone conferences with coverage and bankruptcy counsel and with plaintiffs' counsel and editing various versions of the documents.
06/24/13	E. L. Dill	L160.	0.70	238.00	Draft letter to PNC Bank regarding potential settlement terms.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 11

06/24/13	E. L. Dill	L160.	4.50	1,530.00	Revise draft settlement agreement and supporting certification documents.
06/24/13	E. L. Dill	L160.	1.50	510.00	Discuss potential settlement terms with bankruptcy counsel, insurance counsel, creditors' counsel, and plaintiffs' counsel.
06/24/13	R. J. Esposito	L120.	2.80	952.00	Research what information needs to be shared and what options need to be provided to indemnitor to preserve indemnification claim under Minnesota law.
06/25/13	M. G. Biggers	L160.	8.00	2,720.00	Review and suggest revisions to draft settlement documents, with emails and telephone calls.
06/25/13	K. L. Marshall	L160.	1.00	340.00	Review, finalize, and transmit letter to PNC regarding settlement status and indemnity .
06/25/13	K. L. Marshall	L160.	6.00	2,040.00	Work to review and finalize settlement agreement and exhibits, including reviews of drafts, edits, and comments.
06/25/13	K. L. Marshall	L160.	4.50	1,530.00	Multiple calls with team, opposing counsel, UCC counsel, and bankruptcy counsel in attempt to finalize settlement documents.
06/25/13	D. F. Madden	L160.	9.90	3,366.00	Work on settlement agreement, including telephone conferences with plaintiffs' counsel, UCC counsel, coverage counsel, and bankruptcy counsel regarding same.
06/25/13	E. L. Dill	L160.	10.40	3,536.00	Revise draft settlement agreement and multiple communications regarding same.
06/25/13	R. J. Esposito	L120.	1.90	646.00	Research what information needs to be shared and what options need to be provided to indemnitor to preserve indemnification claim under Minnesota law.
06/25/13	W. Oldani	B100.	1.00	155.00	Review the lists to identify files of named plaintiffs that were not Section 32 claims.
06/25/13	W. Oldani	B100.	0.30	46.50	Conference with D. Madden regarding review lists of CBNV and GNBT files.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 12

06/26/13	M. G. Biggers	L160.	1.30	442.00	Suggest revisions to latest drafts of settlement documents, with emails and telephone calls.
06/26/13	M. G. Biggers	L160.	3.30	1,122.00	Review and suggest revisions to draft settlement documents, with emails and telephone calls.
06/26/13	M. G. Biggers	L120.	0.20	68.00	Emails regarding GNBT indemnity.
06/26/13	K. L. Marshall	L160.	2.50	850.00	Calls with opposing counsel, UCC counsel, and bankruptcy counsel in attempt to finalize settlement documents.
06/26/13	K. L. Marshall	L160.	1.00	340.00	Work to finalize settlement agreement and exhibits, including reviews of drafts, edits, and comments.
06/26/13	K. L. Marshall	L160.	0.70	238.00	Calls with client and bankruptcy counsel regarding various deal points.
06/26/13	D. F. Madden	L160.	2.30	782.00	Work on settlement agreement, including review of data gathered by P. Zellman and strategize as to what data should be produced in connection with settlement agreement.
06/26/13	E. L. Dill	L160.	0.50	170.00	Review correspondence related to settlement negotiations.
06/27/13	M. G. Biggers	L160.	3.20	1,088.00	Review and suggest revisions to draft settlement documents, with telephone calls and emails, and correspondence regarding class member list.
06/27/13	M. G. Biggers	L120.	0.30	102.00	Review, distribute and comment on opinion on dismissal in Pittsburgh case.
06/27/13	M. G. Biggers	L120.	2.00	680.00	Research law applicable to potential GNBT indemnity claim, with related conference and telephone calls.
06/27/13	K. L. Marshall	L160.	0.50	170.00	Call with counsel for PNC.
06/27/13	K. L. Marshall	L160.	2.00	680.00	Attention to emails and remaining settlement issues.
06/27/13	D. F. Madden	L160.	3.90	1,326.00	Work on settlement agreement and research regarding possibility of claim against the FDIC as receiver for GNBT.
06/27/13	E. L. Dill	L160.	0.30	102.00	Review correspondence related to settlement negotiations.
06/27/13	T. M. Talbot	L120.	6.90	2,346.00	Research case law regarding filing a claim for indemnification.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 13

06/27/13	W. Oldani	B100.	1.50	232.50	Search RingTail for pleadings requested by M. G. Biggers and D. Madden.
06/28/13	M. G. Biggers	L190.	0.50	170.00	Draft and distribute OCP notice to counsel, with related emails.
06/28/13	M. G. Biggers	L120.	0.10	34.00	Review and comment on analysis of possible indemnification claim against FDIC as receiver of GNBT.
06/28/13	M. G. Biggers	L160.	0.30	102.00	Work on CAFA notice.
06/28/13	M. G. Biggers	L120.	0.80	272.00	Review plaintiffs' certification brief, exhibits and proposed errata in Pittsburgh, with related emails client.
06/28/13	M. G. Biggers	L120.	0.20	68.00	Revise draft objection to PNC indemnity proof of claim.
06/28/13	M. G. Biggers	L160.	0.70	238.00	Emails Morrison and client, and telephone call S. Tilghman, regarding updating addresses for CAFA notice and class notice.
06/28/13	K. L. Marshall	L160.	0.80	272.00	Review and revise letter to PNC regarding settlement and indemnification.
06/28/13	K. L. Marshall	L160.	0.20	68.00	Retention of claims administrator issues.
06/28/13	K. L. Marshall	L160.	0.50	170.00	Review research on GNBT/FDIC indemnity issues.
06/28/13	K. L. Marshall	L160.	1.00	340.00	Review draft objections to PNC's proof of claim.
06/28/13	E. L. Dill	L160.	1.00	340.00	Prepare letter to PNC counsel J. Tasca regarding settlement.
06/28/13	T. M. Talbot	L120.	2.20	748.00	Draft summary of same.
06/28/13	T. M. Talbot	L120.	3.00	1,020.00	Research case law regarding post-bar date claims for indemnification.
06/28/13	W. Oldani	B100.	0.50	77.50	Add documents to RingTail.
06/28/13	W. Oldani	B100.	0.20	31.00	Obtain pleading and exhibits requested by M. G. Biggers from Pacer.

Residential Capital LLC

July 26, 2013  
Invoice # 10230330  
Client # C078643  
Page 14

TIMEKEEPER SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
M. G. Biggers	58.70	340.00	19,958.00
B. C. Oetter	0.90	340.00	306.00
K. L. Marshall	143.30	340.00	48,722.00
D. F. Madden	77.90	340.00	26,486.00
M. W. Brennan	5.00	340.00	1,700.00
E. L. Dill	149.60	340.00	50,864.00
T. M. Talbot	12.10	340.00	4,114.00
R. J. Esposito	4.70	340.00	1,598.00
W. Oldani	7.60	155.00	1,178.00
J. V. Mendoza	26.40	185.00	4,884.00
Y. C. Herron	1.50	205.00	307.50
TOTAL	487.70	328.31	160,117.50

Total Hours 487.70

Total Fees for Legal Services \$ 160,117.50

EXPENSES AND OTHER CHARGES

06/04/13	Meals - Emma Dill travel to New York 5/15/13 to attend meetings with bankruptcy and insurance counsel, UCC counsel and plaintiff's counsel	21.44
06/18/13	Meals - Kenneth Lee Marshall Travel to New York 5/15/13 to attend settlement discussions	386.58
06/04/13	Travel Related Costs - Emma Dill travel to New York 5/15/13 to attend meetings with bankruptcy and insurance counsel, UCC counsel and plaintiff's counsel	1,338.25
06/18/13	Travel Related Costs - Kenneth Lee Marshall Travel to New York 5/15/13 to attend settlement discussions	3,050.80
	Express Package Delivery	116.60
	Total Expenses and Other Charges	\$ 4,913.67

TOTAL CHARGES FOR THIS MATTER \$ 165,031.17